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FCC/MELLON OCT 05 2007

CHRISTINE REILLY
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October 5, 2007

VIA MELLON BANK

Federal Communications Commission
Wireline Competition Bureau
CPD-214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Dear Ms. Dortch:

On behalf of our client, MobilePro Corp. ("MobilePro"), we hereby submit an original and six (6) copies of the Joint Application of MobilePro and American Fiber Network, Inc. ("AFN") to transfer control of AFN, an authorized provider of domestic and international telecommunications services, to United Systems Access, Inc. ("USAI"). We also submit a check in the amount of \$965.00 to cover the filing fee for the domestic component of the Joint Applications, as well as an FCC Form 159 Remittance Advice. Pursuant to the Commission's Rules and advice from Commission staff, MobilePro has separately filed an electronic copy of this application with the International bureau, along with a separate filing fee for the international component of the Joint Application. See FCC File No./IB Submission No. 2007002429.

Please date-stamp the "Receipt" copy of this filing and return it in the enclosed self-addressed, stamped envelope. Please contact the undersigned if you have any questions or concerns.

Sincerely,

Christine Reilly

In the Matter of the Joint Application of
Mobilepro Corp., Transferor,
American Fiber Network, Inc., Licensee,
and
United Systems Access, Inc., Transferee
For Grant of Authority Pursuant to
Section 214 of the Communications Act of 1934,
as amended, and Sections 63.04 and 63.24 of the
Commission's Rules to Complete an Indirect
Transfer of Control of American Fiber Network, Inc.)
Authorized Domestic and/or International Section
214 Carriers, to United Systems Access, Inc.

Mobilepro Corp. (“Mobilepro”) and American Fiber Network, Inc. (“AFN”), and United Systems Access, Inc. (“USAI”) (collectively, “Applicants”), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request Federal Communications Commission (“Commission”) approval or such authority as may be necessary or required to enable the parties to consummate a transaction whereby USAI

will acquire 100% of the stock of AFN, a non-dominant carrier holding authority from the Commission to provide telecommunications services.

Although the proposed transaction will result in a change in the ultimate ownership of AFN, no transfer of certificates, assets or customers will occur as an immediate consequence of the proposed transaction. AFN will continue to provide service to its existing customers pursuant to its authorizations under the same rates, terms and conditions. Accordingly, this transaction will be transparent to the customers of AFN.

B. Request for Expedited Consideration

As set forth below, USAI has significant financial resources and substantial experience in owning and operating regulated telecommunications providers. As a result, the proposed transaction is structured to ensure that existing customers of AFN will continue to enjoy uninterrupted service, and immediately following the proposed transaction, customers of AFN will continue to receive services under the same rates, terms and conditions as those services are presently provided. In light of the substantial benefits that the Applicants expect from the proposed transaction, Applicants seek expedited approval to allow Applicants to complete the proposed transaction by December 28, 2007.

C. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate,

interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Mobilepro Corp. and American Fiber Network, Inc.

Mobilepro is a Delaware corporation with offices located at 6701 Democracy Boulevard, Suite 300, Bethesda, Maryland 20817. Mobilepro is a widely-held publically-traded corporation that offers telecommunications services through four wholly-owned subsidiaries. Affinity Telecom, Inc. provides local and interexchange telecommunications services in Michigan and Ohio. AFN provides resold and facilities-based local exchange service, resold and facilities-based long distance operator services, voicemail and other standard voice features, and DS1 services. CloseCall America, Inc. provides resold local and interexchange telecommunications services in approximately 19 states. Davel Communications, Inc. provides payphone services in 45 states.

AFN holds blanket domestic authority to provide interstate service and authority to provide international services. See File No. ITC-214-19990908-00561 (Sept. 15, 1999).

B. United Systems Access, Inc.

USAI is a privately held Delaware corporation with offices located at 5 Bragdon Lane, Suite 200, Kennebunk, Maine 04043. USAI, through its wholly-owned subsidiary United Systems Access Telecom, Inc., holds international Section 214 authority granted in File No. ITC-214-20010629-00353 (July 27, 2001).

III. DESCRIPTION OF THE TRANSACTION

On June 30, 2007, Mobilepro and USAI entered into an Agreement dated June 29, 2007 (the "Agreement") whereby USAI will acquire all of the outstanding capital stock of AFN. As a result, USAI will acquire direct control of AFN. Immediately following the consummation of the proposed transaction, AFN will continue to offer service with no change in the rates or terms and conditions of service. Further, AFN will continue to provide service to its customers under the same name. Therefore, the transfer of control of AFN will be seamless and transparent to customers.

IV. PUBLIC INTEREST STATEMENT

Applicants submit that the transaction described herein will serve the public interest. The proposed transaction will provide AFN access to USAI's substantial technical and management expertise and financial resources. These benefits are expected to strengthen the ability of AFN to expand its offerings and provide more advanced telecommunications services to a broader customer base. Applicants expect that the proposed acquisition will enable both AFN and USAI to strengthen their competitive positions to the benefit of consumers and the telecommunications marketplace.

Further, the transaction will be conducted in a manner that will be transparent to customers of AFN. The transfer of control of AFN will not result in a change of carrier for customers or any assignment of authorizations. Following consummation of the proposed transaction, AFN will

continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferor:

Mobilepro Corp.
6701 Democracy Boulevard, Suite 300
Bethesda, Maryland 20817
(316) 265-6885

FRN: 0016990939

Transferee:

United Systems Access, Inc.
5 Bragdon Lane, Suite 200
Kennebunk, Maine 04043
(207) 467-8000

FRN: 0016990285

Licensees:

American Fiber Network, Inc.
9401 Indian Creek Parkway, Suite 280
Overland Park, Kansas 66210
(913) 338-2658

FRN: 0006801583

(b) Jurisdiction of Organizations:

Transferor: Mobilepro is a corporation formed under the laws of Delaware.

Transferee: USAI is a corporation formed under the laws of Delaware.

Licensees: AFN is a corporation formed under the laws of Delaware.

(c) **(Answer to Question 10)** Correspondence concerning this Application should be sent to:

For Mobilepro and USAI:

Glenn S. Richards
Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, N.W.
Washington, D.C. 20037
(202) 663-8215 (Tel)
(202) 513-8006 (Fax)
glenn.richards@pillsburylaw.com (Email)

With copies to:

Tammy Martin, General Counsel
Mobilepro Corp.
200 Public Square
Suite 700
Cleveland, Ohio 44114
(216) 875-4200 (Tel)
(216) 875-4337 (Fax)
tmartin@mobileprocorp.com

Michael Carbonneau
Vice President of Operations
5 Bragdon Lane
Kennebunk, Maine 04043
(207) 467-8350 (Tel)
(207) 437-8341 (Fax)
michael.carbonneau@savewithusa.com

(d) **Section 214 Authorizations**

AFN holds blanket domestic authority to provide interstate services. 47 C.F.R. § 63.01 AFN also holds global resale Section 214 authority to provide international services pursuant to authority granted in FCC File No. ITC-214-19990908-00561.

USAI does not directly hold any domestic or international Section 214 authority. It does have one subsidiary (United Systems Access Telecom, Inc.) that holds international Section 214 authority granted in File Nos. ITC-214-20010629-00353.

- (h) **(Answer to Questions 11 & 12)** The following entities own directly or indirectly 10% or more of Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:¹

Pre-Transaction Ownership of American Fiber Network, Inc. and Mobilepro Corp.:

- 1) The following entities currently hold a ten percent (10%) or greater, direct or indirect, interest in **American Fiber Network, Inc.**

Name:	Mobilepro Corp.
Address:	6701 Democracy Boulevard, Suite 300 Bethesda, Maryland 20817
Citizenship:	U.S.
Principal Business:	Telecommunication and IP Services Provider
% Equity:	100% (directly in AFN)

- 2) No entity will own or control 10% or more of the Mobilepro Corp., which is a widely-held publicly-traded corporation.

Post-Transaction Ownership of American Fiber Network, Inc. and United Systems Access, Inc.:

- 1) The following entities will hold a ten percent (10%) or greater, direct or indirect, interest in **American Fiber Network, Inc.**:

Name:	United Systems Access, Inc.
Address:	5 Bragdon Lane, Suite 200 Kennebunk, Maine 04043
Citizenship:	U.S.
Principal Business:	Telecommunications Services
% Equity:	100%

¹ While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, see 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

Ownership of Transferee:

- 2) The following entities currently hold a ten percent (10%) or greater, direct or indirect interest in **United Systems Access, Inc.:**

Name: Stephen J. Gilbert
Address: 5 Bragdon Lane, Suite 200
Kennebunk, Maine 04043
Citizenship: U.S.
Principal Business: Investing
% Equity: 28.56%

Name: L. William Fogg
Address: 5 Bragdon Lane, Suite 200
Kennebunk, Maine 04043
Citizenship: U.S.
Principal Business: Investing
% Equity: 26.30%

Name: Alexander E. Barkas/Linda Wijcik
Address: 5 Bragdon Lane, Suite 200
Kennebunk, Maine 04043
Citizenship: U.S.
Principal Business: Investing
% Equity: 25.57%

Name: Jonathan R. Gilbert
Address: 5 Bragdon Lane, Suite 200
Kennebunk, Maine 04043
Citizenship: U.S.
Principal Business: Investing
% Equity: 12.30%

Other than the foregoing, to the best of the Applicants' knowledge, no other person or entities directly or indirectly owns 10% or more of the equity of USAI.²

- (i) **(Answer to Question 14)** Transferee certifies that it is not a foreign carrier or affiliated with a foreign carrier.
- (j) **(Answer to Question 15)** Transferee certifies that it does not seek to provide international telecommunications services to any destination country where:

² As part of this agreement, and immediately following the closing of the proposed transaction, USAI will issue additional shares of stock. Consequently, the total % of Equity provided above will be slightly reduced and as follows: Stephen J. Gilbert (24.63%), L. William Fogg (22.68%), Alexander E. Barkas/Linda Wijcik (22.05) and Jonathan R. Gilbert (10.61%).

- (1) An Applicant is a foreign carrier in that country; or
 - (2) An Applicant controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
 - (l) Not applicable.
 - (m) Not applicable.
 - (n) Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
 - (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.
 - (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

VI. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6) A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7) AFN is authorized to provide competitive local exchange services in Alabama, California, Colorado, Connecticut, the District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Montana, Nevada, New Mexico, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, South

Carolina, Texas, Utah, Washington and Wisconsin. AFN is authorized to provide interexchange services in Alabama, Arizona, California, Colorado, Connecticut, the District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Montana, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, Texas, Utah, Washington, Wisconsin and Wyoming.


USAI and its subsidiary, United Systems Access Telecom, Inc., are authorized to provide competitive local and/or long distance telecommunications services in Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, and Vermont. All of the services offered by these companies are competitive and neither USAI nor any subsidiary holds a dominant position in any market.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.
- (a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.
- (a)(10) Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of American Fiber Network, Inc. Applicants respectfully request expedited treatment to permit Applicants to complete the transaction no later than December 28 , 2007.

Respectfully submitted,



Glenn S. Richards
Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, N.W.
Washington, D.C. 20037
(202) 663-8215 (Tel)
(202) 513-8006 (Fax)
glenn.richards@pillsburylaw.com (Email)

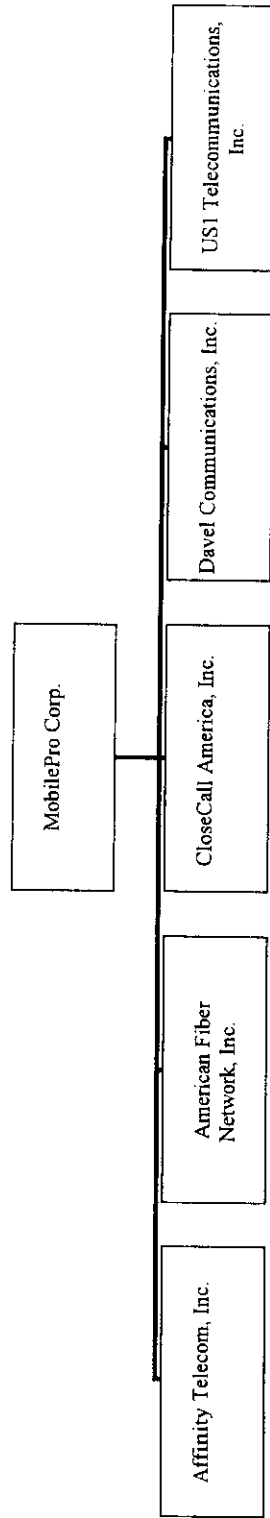
Counsel for Mobilepro Corp.
Counsel for United Systems Access, Inc.

Dated: October 5 , 2007

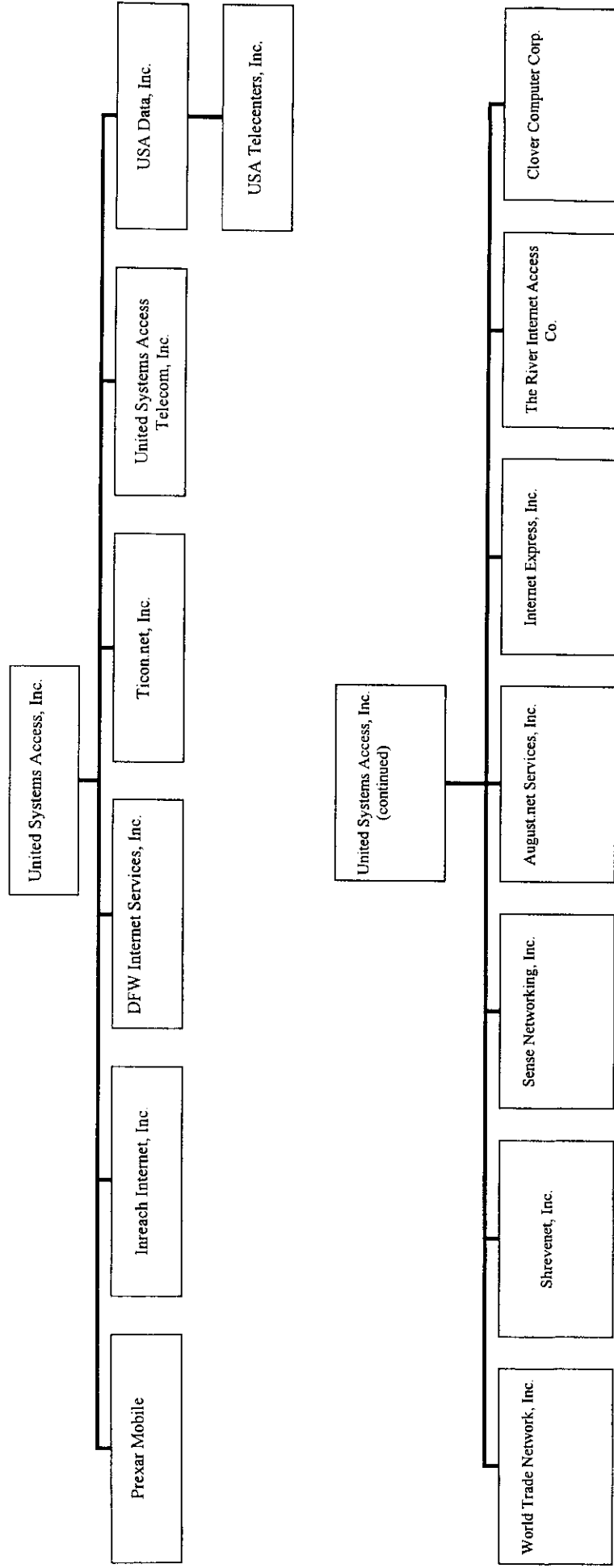
EXHIBIT A

Pre- and Post-Transaction Illustrative Chart

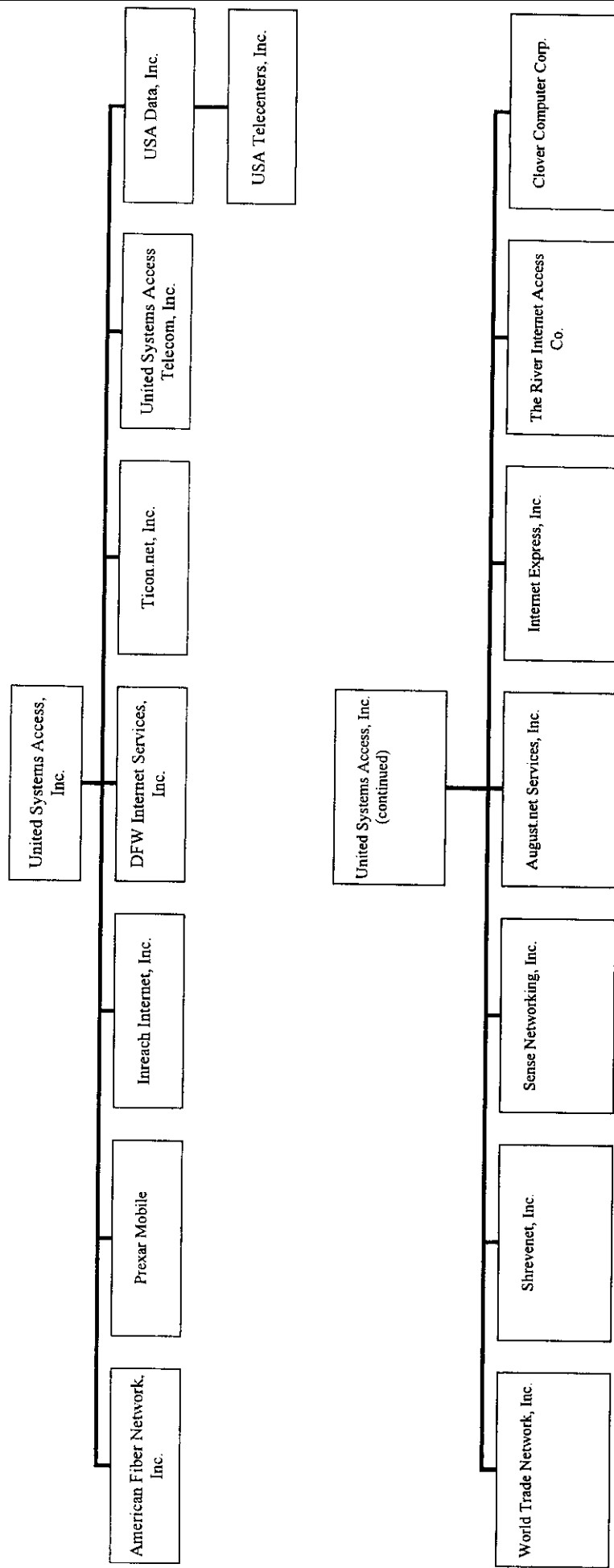
MobilePro Pre-Merger Organizational Structure



USAI Pre-Merger Organizational Structure



USAI Post-Merger Organizational Structure



VERIFICATIONS

STATE OF OHIO

§
§
§

COUNTY OF CUYAHOGA

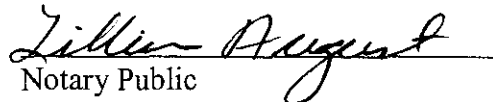
VERIFICATION

I, Tammy Martin, state that I am the General Counsel of MobilePro Corp.; that I am authorized to make this Verification on behalf of MobilePro Corp., American Fiber Network, Inc., and CloseCall America, Inc. (together, "Applicants"); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Applicants are true and correct to the best of my knowledge, information, and belief.



Tammy Martin, General Counsel
MobilePro Corp.

Sworn and subscribed before me this 3rd day of October, 2007.


Notary Public


My commission expires 10/22/2007

STATE OF MAINE
COUNTY OF YORK

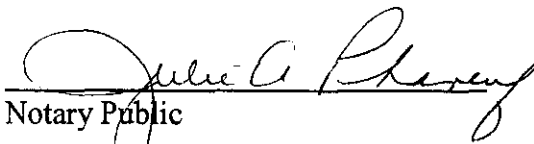
§
§
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VERIFICATION

I, Michael Carbonneau, state that I am the Vice President of Operations of United Systems Access, Inc.; that I am authorized to make this Verification on behalf of United Systems Access, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Applicants are true and correct to the best of my knowledge, information, and belief.


Michael Carbonneau
Vice President of Operations
United Systems Access, Inc.

Sworn and subscribed before me this 2 day of October, 2007.


Notary Public

My commission expires _____

JULIE PHANEUF, NOTARY PUBLIC
STATE OF MAINE
MY COMMISSION EXPIRES 11/09/2008

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

(1) LOCKBOX # 358145		<div style="background-color: #cccccc; padding: 2px; border: 1px solid black;">SPECIAL USE ONLY</div> <div style="background-color: #cccccc; padding: 2px; border: 1px solid black;">FCC USE ONLY</div>	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Christine Reilly		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 2300 N Street, NW			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20037
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-663-8245		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0016991341		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME American Fiber Network, Inc.			
(14) STREET ADDRESS LINE NO. 1 9401 Indian Creek Parkway			
(15) STREET ADDRESS LINE NO. 2 Suite 280			
(16) CITY Overland Park		(17) STATE KS	(18) ZIP CODE 66210
(19) DAYTIME TELEPHONE NUMBER (include area code) 913-338-2658		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0006801583		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, _____ the best of my knowledge SIGNATURE _____ ACCOUNT NUMBER _____ I hereby authorize the SIGNATURE _____			